

EXHIBIT A

Agreed-Upon Version of UDC**“New” Version of UDC**

No Preamble

Employees. The “Employees” are surgeons who are members of the full-time faculty of the Harvard Medical School and are employed by the Employer to perform and teach surgery in the clinical setting of the Brigham and Women’s Hospital by collaborating with students and residents in the practice of Surgery, in research, and in the development of theory. The Employees are paid by the Employer which (with few exception) is their only source of earned income and which is required to observe certain limitations imposed by the Harvard Medical School on the total compensation which may be earned by members of its full-time faculty.

Preamble – Eligibility benefits under this Plan was changed effective 10/31/92. Under the new eligibility rules, faculty members at the rank of Instructor who have accrued benefits under this Plan prior to 10/31/92 will cease to be eligible for benefits on 7/1/94. Faculty members hired at the rank of Instructor after 10/31/93 shall not become eligible for benefits until completing three (3) full years of employment and being promoted to the rank of Assistant Professor. Faculty members hired at the rank of Assistant Professor after 10/31/92 shall not become eligible for benefits until completing three (3) full years of employment with the Employer. The benefits for faculty members at the rank of Associate Professor and Professor remain unchanged.

Eligible Employees. The “Eligible Employees” are surgeons who are members of the full-time faculty of the Harvard Medical School and are employed by the Employer to perform and teach surgery in the clinical setting of the Brigham and Women’s Hospital by collaborating with students and residents in the practice of surgery, in research, and in the development of theory. Employees at the rank of Instructor who have accrued benefits under this Plan prior to 10/31/92 shall be considered Eligible Employees for the purposes of this Plan but shall not be eligible for the accrual of amounts credits under paragraph 2.01 after 7/1/94. Employees at the rank of Instructor hired after 10/31/92 shall not be Eligible Employees until the completion of three (3) full years of employment with the Employers and promotion to the rank of Assistant Professor. Employees at the rank of Assistant Professor hired after 10/31/92 shall not be Eligible Employees until the Completion of three (3) full years of employment with the Employer. The Eligible Employees are paid by the Employer which (with few exceptions) is their only source of earned income and which is required to observe certain limitations imposed by Harvard Medical School on the total compensation which may be earned by members of its full-time faculty.

Agreed-Upon Version of FRBP	“New” Version of FRBP
<p>ELIGIBILITY. Participants hereunder shall all be employees of the Employer who are members of the full-time faculty of the Harvard Medical School; provided, that the Committee on Compensation of the Employer (the “Committee”) may limit participation in order to fulfill the intent set forth in Section 5.02.</p>	<p>ELIGIBILITY. Participants hereunder shall be limited to employees of the Employer who are members of the full-time faculty of the Harvard Medical School at the rank of Associate Professor or Professor or at the rank of Instructor or Assistant Professor who were either (1) hired before 11/1/92 or (2) hired after 10/31/92 and have completed three full years of employment; provided, that the Committee on Compensation of the Employer (the “Committee”) may limit participation in order to fulfill the intent set forth in Section 5.02.</p> <p>The foregoing amounts credited may be reduced, in whole or in part, for a Participant by the Employer for such Plan Year or Plan Years as the Employer determines in light of any special research grant awards by the Employer with respect to the Participant’s research; provided that no such reduction or special research grant shall in any way alter the cash compensation or Unfunded Deferred Compensation of such Participant or in any way reduce the amount of surplus flowing to the Group from the Participant’s practice.</p>
Signed by Dr. John A. Mannick, President	Not signed by Dr. Mannick